

BYLAWS

WISCONSIN TRACK CLUB, INC.

A NON-PROFIT CORPORATION

AMENDED April 26th, 2017

ARTICLE I – NAME

The name of the Corporation is Wisconsin Track Club, Inc. This is a non-profit organization, and in the event of dissolution, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America, or other 501(c3) non-profit organization. The Wisconsin Track Club, Inc, will be maintained as a Registered Student Organization (RSO) at the University of Wisconsin, but shall have a subsidiary under the UW – Running Club within the Division of Recreational Sports.

ARTICLE II – PURPOSE

The purpose or purposes for which the Corporation is organized are:

- (1) To promote and encourage interest and participation in track and field sports
- (2) To promote, support and encourage track and field athletic and running contests for all age groups so as to better the physical and moral welfare of the people of the State of Wisconsin.
- (3) To be a contending club in NIRCA (National Intercollegiate Running Club Association) Regional, and National Championships
- (4) To support the mission of the Department of Recreational Sports and the Club Sports program at the University of Wisconsin - Madison

ARTICLE III – MEMBERSHIP

Section 1. All persons who are in harmony with the purposes of this Corporation are eligible to apply for membership.

Section 2. CLASSIFICATION OF MEMBERSHIP.

The Corporation shall have the following classifications of members with dues for each classification to be set by the Board of Officers:

1. UW-Madison Student
2. Other

Section 3. COMPOSITION OF MEMBERSHIP.

Membership shall be at least 75% composed of UW-Madison Students.

Section 4. PROSPECTIVE STUDENT-ATHLETES.

Prospective Student-Athletes, as defined by NCAA Division I Operating Bylaws 13.02.11 and 13.02.11.1, may not be members of the Wisconsin Track Club.

Section 5. PAYMENT OF DUES.

Annual dues are due and payable at the time of acceptance into membership and thereafter on or before thirty days from the date of billing. No member whose dues are in arrears may vote or be elected to office, hold an office or Board position, nor may they appear in competition.

Section 6. VOTING RIGHTS.

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Members not attending meetings, at which matters are brought to a vote, void their right to a vote on those issues, unless they choose to vote by proxy.

Section 7. TRANSFER OF MEMBERSHIP.

Membership in the Corporation is not transferable or assignable.

Section 8. MEET ENTRY

All members signed up to participate in a paid or away meet shall be expected to be in attendance of that meet. Members may change their

participation status up to the time and date set in the individual deadlines. Barring extraneous circumstances, in which the Executive Board may waive any penalties, if a member, signed up for the meet, is not in attendance, he shall be expected to pay for the whole cost of meet entry. The member must pay for the meet missed, before being allowed to sign up for any future meets. Extraneous circumstances shall be defined as those that are completely unexpected and unavoidable, such as death in the family, incapacitating illness, injury, or state mandated events. Any and all members who choose to enter meets must abide by all requirements set by the club including payment, waiver of participation and emergency contact information.

Section 9. Three Strike Rule

If a member should miss a meet for an inexcusable reason, he shall receive a strike, which shall be noted by the Meet Entry Coordinator (MEC) in a database. Each member can receive up to three strikes per semester, after which they will be barred from attending meets for that semester. If the MEC notices a trend across a year, he may submit a request to the Executive Board to bar the member from any further meet competitions in the future.

Section 10. Pole Vaulting

For our pole vaulting group, a USATF Certified coach will be present at all practices to ensure safety and uphold regulation. Practices will take place at Edgewood High School's outdoor track. Only people with verifiable experience will be allowed to participate in our pole vaulting group for this first year until further instructional staff can be attained. Vaulters will be insured under USATF certification and will be required to wear personal protective equipment (i.e. helmets) and follow through with proper warm up and cool down protocols. Pole-vaulting comes with the risk of possible physical injury, but we will take all appropriate measures to prevent this from occurring by providing our athletes with the proper knowledge resources.

Section 11. Member Removal

Should any member perform actions that would put the Wisconsin Track Club, the Division of Recreational Sports, or the University of Wisconsin – Madison in a negative light, this member is subject to expulsion

immediately.

ARTICLE IV – MEETING OF MEMBERS

Section 1. ANNUAL ELECTION MEETING.

The annual meeting of the members shall be held in December of each year on the date and at the time set by the Board of Officers for the purpose of electing officers and for the transaction of other such businesses as may properly come before the meeting.

Section 2. SPECIAL MEETINGS.

Special meetings of the members may be called by the president of the Board of Officers or by members having one twentieth of the votes entitled to be cast as such meeting.

Section 3. PLACE OF MEETING.

The Board of Officers may designate any place within Dane County as the place of the meeting for any annual meeting or any special meeting of members.

Section 4. NOTICE OF MEETING.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by electronic mail to each member entitled to vote at such meeting at least seven days in advance. In case of a special meeting or one required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. INFORMAL ACTION BY MEMBERS.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting for the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM.

A quorum for the transaction of business at any membership meeting shall be five (5) or more members entitled to vote.

Section 7. PROXIES.

A member may vote by use of a written proxy executed by the member to cast the vote and is presented to the executive board prior to a vote being taken at the meeting.

ARTICLE V – BOARD OF OFFICERS

Section 1. GENERAL POWERS.

The affairs of the Corporation shall be managed by its Board of Officers. Explicit policies for the tenure of each elected Board of Officers may be established by a vote of a quorum at a general meeting.

Section 2. NUMBER AND TENURE.

The number of officers on the executive board shall be not less than three (3) and not more than twelve (12). Each elected officer shall hold office for a period of one year and shall begin immediately upon election and shall continue until his/her successor shall be elected and qualified. The exact number of officers within such minimum and maximum shall be fixed by resolution of the Board of Officers from time to time. No decrease in number shall have the effect of shortening the term of any incumbent officer. The executive board thereby elected will then determine the appointed positions within the club, as defined by Article VIII. The executive board may choose to delegate responsibilities through appointed officer positions at the recommendation of the membership.

Section 3. ELIGIBILITY.

Only UW-Madison Students shall be eligible to be Officers.

Section 4. REGULAR MEETINGS.

The regular meetings shall occur on the second Wednesday of each month. The Executive Board maintains the right to change this date, with notice,

under special circumstances, such as conflicting events or University breaks.

The Board of Officers may provide by resolution an alternative time and place for holding of regular meetings of the Board of Officers without other notice than the resolution.

Section 5. SPECIAL MEETINGS.

Special meetings of the Board of Officers may be called by or at the request of the president or any **six (6)** officers. The person or persons authorized to call special meetings of the Board may fix any place within Dane County, Wisconsin, as the place for holding any special meeting called by them.

Section 6. NOTICE.

Notice of any special meeting of the Board of Officers shall be given at least 5 days previously thereto by electronic mail. Any director may waive the requirement of notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of, or the business to be transacted at, any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting if known, but such notice shall not restrict the consideration of additional business at such meeting.

Section 7. QUORUM.

One-third of the members of the Board of Officers shall constitute a quorum for the transaction of business at any meeting of the Board.

Officers not present may vote by proxy on business transactions.

Section 8. MANNER OF ACTING.

The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Board of Officers, unless the act of a greater number is required by these bylaws.

Section 9. VACANCIES.

Any vacancy occurring in the Board of Officers and any officer position to

be filled by reason of an increase in the number of officers shall be filled by the affirmative vote of a majority of the remaining officers. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office or until the next annual meeting of members.

Section 10. INFORMAL ACTION BY OFFICERS.

Any action required by law to be taken at a meeting of officers, or any action which may be taken at a meeting of officers, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the officers.

ARTICLE VI – EXECUTIVE BOARD

Section 1. MEMBERS.

The Executive Board of the Board of Officers shall consist of the elected directors of the corporation and the immediate past president of the corporation. To allow for a smooth officer transition, the past president will have an active role in the executive board meeting for the remainder of the academic year following their elected term, unless they graduate before the spring semester has begun. A quorum for the transaction business by the Executive Board shall be three members provided not less than 24 hours notice of any meeting for the Executive Board has been given to at least four members of the Executive Board. The act of the majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 2. POWERS.

The Executive Board shall have all the powers and authority held by the Board of Officers, except to alter policies adopted by the Board of Officers and to expend non-budgeted funds, provided the business sought to be transacted is of an emergency nature and the action taken need be accomplished prior to the next regular meeting of the Board of Officers. All action of the Executive Committee shall be subject to ratification by the Board of Officers at the next regular or special meeting of the Board of Officers. The Executive Board may also perform such tasks or duties as may be delegated to it from time to time by the Board of Officers.

ARTICLE VII – DIRECTORS

Section 1. Directors.

The officers of the Corporation shall be a President, a male distance Vice President, a female distance Vice President, a sprinter Vice President of either gender, a Secretary, a Treasurer, Travel Coordinator, Meet Entry Coordinator and such other directors as may be elected in accordance with the provisions of this article. The Board of Officers may elect or appoint such other directors, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such directors to have the authority and perform the duties prescribed from time to time by the Board of Officers. No two positions on the executive board can be held by the same individual. Each director shall be the head of a cabinet and will report the status of each at regular meetings. Other positions will be appointed by the board of directors following the recommendations of all members.

Section 2. ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected annually by the members of the corporation. New offices may be created and filled at any meeting of the Board of Officers. Each officer shall hold office for a term of one year and until his/her successor shall have been duly elected and shall have qualified. A person who is an officer of the Corporation shall not vote nor attempt to influence the vote of any officer or director of the Corporation on any issue related to the direct or indirect compensation of that person as an employee, independent contractor, or agent of the corporation.

Section 3. REMOVAL.

Any officer elected or appointed by the Board of Officers may be removed from office whenever in the judgment of the directors the best interest of the corporation would be served thereby or the list of requirements are not met.

List of requirements:

1. Contribution Clause
 - a. Project
 - i. Requires all officers to complete one project relevant to their position per semester during their term (two per term) subject to their cabinet chair's approval

2. Attendance Clause

a. Meetings

- i. Must attend 50% of officer/executive board meetings and provide written note of absence when cannot attend

b. Practice/Meets

- ii. Must attend at least two (2) running related functions per week while they are in season. These functions include, but are not limited to: practices Monday through Friday, team runs on Saturday or Sunday, or meets. Written notice of scheduling conflicts due to courses, employment, etc. must be submitted to the executive board if this requirement cannot be met.

3. Code of Conduct Clause

a. Appropriate behavior at all track club sanctioned events

Three agreeing officers may bring up a vote to remove an officer on the grounds of breaking one or more of the above clauses. A vote will be carried out. A two-thirds majority will result in removal of the officer. Following the officer's removal, the roles and responsibilities of said officer will be given to the Vice Presidents. If one of the **three** Vice Presidents has been removed, the responsibilities will be held by the remaining Vice Presidents until a new officer is appointed to the position. The current officers have the right to appoint a new officer for the remaining term.

Section 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Officers for the unexpired portion of the term. The current officers have the right to appoint a new officer for the remainder of the term.

Section 5. Roles and Responsibilities

Section 5a. PRESIDENT.

The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the members of the Executive Board, and of the Board of Officers. The President may sign, with the Secretary or any other proper director of the corporation authorized by the Board of Officers, any deeds, mortgages, bonds, contracts, or other

instruments which the Board of Officers has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Officers or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Officers from time to time.

The President shall be the head of the Executive Board, and preside over all of its' subsequent cabinets and committees.

Section 5b. VICE PRESIDENT.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restriction upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Officers. The Vice Presidents shall be the presiding member over the Special Events Committees, as well as assisting with the duties of the secretary, treasurer, travel coordinator, and meet entry coordinator when necessary.

In order to reflect the gender duality that is inherent to the club and to better represent the sprints/field members, the membership has decided to enact a permanent addendum to the bylaws following its probationary period from December 2015 to December 2016. This requires that three Vice – Presidents be elected. One shall be a male distance member, one shall be a female distance runner, and one shall be a sprinter of either gender. Roles and responsibilities of the Vice – Presidents will be shared but each Vice-President will be charged with specifically focusing on their respective squads.

Section 5c. TREASURER.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or other depositories as shall be selected by the Board of Officers; disburse the funds

of the Corporation as ordered by the Board of Officers, making proper vouchers, checks, or drafts for such disbursements, and shall render to the Board of Officers at each regular monthly meeting or whenever they require it, a written statement in full of his/her transactions as Treasurer, and of the financial standing of the Corporation; and in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Officers. The Treasurer shall also make a financial report to the annual meeting of members. All checks, vouchers, drafts, or other orders for payment of money of and for the Corporation shall be signed by the treasurer or such other member of the Board as designated by the Board of Officers. In the event of his/her resignation, retirement, or removal from office, the Treasurer shall return to the Corporation or turn over to his/her successor all monies, securities, vouchers, books, paper, and property of every kind and description in his/her personal possession or under his/her control belonging to the Corporation. If required by the Board of Officers, the Treasurer, and any person authorized to sign checks, vouchers, drafts, or other orders for payment of money of the corporation, shall at the expense of the Corporation, give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Officers shall determine. The Treasurer shall be the registered agent of the Corporation. With the permission of the Board of Officers, the Treasurer may establish a Scholarship Fund, should proper funding and logistics be in place. The Treasurer shall be the presiding member over the Finance and Membership Committee.

Section 5d. SECRETARY.

The Secretary shall record the minutes of the meetings of the members, of the Executive Committee and of the Board of Officers in one or more books provided for that purpose; be the custodian of the Corporation's non-financial records and keep the same available for inspection by any director or officer at any reasonable time; send written notices of the time and place of all Board meetings and membership meetings and see that all notices are duly give in accordance with the provisions of these Bylaws and as required by law; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Officers. The Secretary will manage the corporation's email account, Facebook page, and listserv. The Secretary shall

be the presiding member over the Media Committee.

Section 5e. Travel and Meet Entry Coordinator(s)

There shall be two elected positions, one should the presiding membership so decide, that are in charge of all race and meet affairs. The Travel Coordinator shall be responsible for organizing all the events involving the traveling to competition and any resources necessary for the competitions. The Meet Entry Coordinator will be in charge of membership requirements as well as any meet entry facilitation that is required for competing members.

Section 5e. Responsibilities of Each Executive Officer

A. President

- a. Club Organization and Execution
- b. Innovation and Invention
- c. Club Managed Events
- d. Championship Competition Management
- e. Administrative Decisions
- f. Primary Contact
- g. RSO and Club Sport Registration

B. Vice President(s)

- a. Liaison to the Club Sports Program
- b. New Member Recruitment and Member Retention
- c. Social Events
- d. Community Outreach and Volunteering
- e. Specialty interests

C. Secretary

- a. Social Media
- b. Moosletter
- c. WTC Website
- d. Meeting and event planning
- e. Email and Mail Management

D. Treasurer

- a. Member Dues and Requirements
- b. USATF and RRCA Insurance
- c. Apparel
- d. Fundraising
- e. Grants and Support Funds

E. Race Day Coordinator

- a. Travel Requirements and Payment

F. Meet Entry Coordinator

- a. Meet Registration
- b. Member Requirements

G. Duties to be Held by All Officers

- a. Summer Track Series and **Capitol Mile**
- b. Club Managed Race Fundraisers
- c. Public Relations and Appearance
- d. Meetings
- e. General Improvements

ARTICLE VIII – OFFICER COMMITTEES

Section 1. STANDING OFFICER COMMITTEES.

The President, subject to the approval of the Board of Officers, may appoint not less than one (1) member of the Board to each of the following activity committees and such other committees as the President and the Board of Officers shall authorize through appointment. Each committee shall have appointed officers with outlined duties that are inclusive but not exclusive to each activity.

Each committee shall organize, operate, expend funds, and commit the expenditure of funds strictly in accordance with its Charter. All fundraising projects of the committee shall be approved in advance by the Board of Officers and the proceeds thereof shall, unless otherwise authorized by the Board of Officers, be delivered to the corporate treasurer to be used for the general benefit of the corporation. An accounting of all monies received and expended on each project shall also be delivered to the corporate treasurer.

The charter of each standing committee shall contain:

A. The purpose or purposes of the committee.

B. The organization of the committee.

C. Provision for submitting a proposed annual budget with “line-item” priorities.

D. Any other provisions deemed useful or necessary by the Board of Officers.

The charter of any such standing committee may be amended or revoked by a majority vote of the Board of Officers.

The standing committees are:

1. Special Events Committee
2. Media Committee
3. Volunteer Coordinator
4. Apparel Coordinator

Section 2. SPECIAL EVENTS COMMITTEE

A Vice President shall chair the Special Events Committee. A representative of the committee will report the status and doings of the committee at each regular meeting. The Special Events Committee shall be in charge of arranging events to promote team bonding, community activism, and to encourage sociability. The Board of Officers, at a regular meeting in advance of the event date, must approve any events for which the corporation must place a deposit.

Section 3. MEDIA COMMITTEE

The Secretary shall chair the Media Committee. A representative of the committee will report the status and doings of the committee at each regular meeting. The Media Committee shall be in charge of maintaining the corporation's public image, and to provide corporation information to the general public, prospective recruits, and members. The media committee will include, but is not limited to, a Webmaster, a **Moosletter writer**, and a Social Media Coordinator(s). The Webmaster is in charge of keeping the corporation website functioning, while working with the various members of the club to update the site when needed. **The Moosletter writer is in charge of generating a monthly newsletter sent to the entirety of the club. The newsletter will promote the club in a positive manner, as well as emphasize club events that have occurred or will occur.** The Social Media Coordinator(s) are in charge of managing the corporation's various media outlets including, but not limited to, the Twitter, Instagram, and Facebook accounts when applicable. The Social Media Coordinator(s) will focus on promoting the corporation in a positive way that corresponds to the club

values and follows the guidelines and expectations of the Division of Recreational Sports and the University of Wisconsin-Madison.

Section 4. Volunteer Coordinator

The executive board will overlook the duties of the appointed volunteer coordinator. The volunteer coordinator will organize any events where volunteers from the members of the corporation are needed. These events include, but are not limited to, the biannual organization fair held by the University, the Moovin 5K, Capitol Mile, and Summer Track Series, as well as any other event hosted or assisted by the Wisconsin Track Club. The volunteer coordinator will organize volunteers needed to assist with any events held by the Division of Recreational Sports that our club is either required or volunteers to attend. The volunteer coordinator is also responsible for promoting the corporation in the Madison community through holding and organizing volunteering events either on campus or in Dane County.

Section 5. Apparel Coordinator(s)

The executive board will overlook the duties of the appointed apparel coordinator. The apparel coordinator is responsible for the development of apparel that will be advertised and sold to members of the club, as well as any individual who desires the apparel. The apparel will be sold at a minimum of once per semester, or twice during the term of the apparel coordinator. The apparel coordinator must follow the guidelines and regulations of the Division of Recreational Sports, as well as the Department of Athletics of the University of Wisconsin-Madison when developing any designs for the apparel to be sold.

Section 6. OTHER COMMITTEES.

The board may create such special or other committees as the board may deem advisable or delegate such specific authority thereto as may be necessary to officially carry out the purposes of the committee. The board shall appoint the members of any such committees created.

ARTICLE IX – AMENDMENT TO BYLAWS

The Board of Officers shall have the power to amend these Bylaws by a two-thirds (2/3) vote of the members present at a meeting at which a quorum

is present. Amendments to these Bylaws may be offered for consideration at any regular meeting of the Board of Officers and shall be voted upon at the next regular meeting thereafter or at a special meeting called for that purpose. Copies of the proposed amendments, together with notice of the regular or special meeting of the Board of Officers at which the amendments will be offered for adoption, shall be mailed not less than seven days in advance of such a meeting to all officers and directors of the Corporation.

ARTICLE X – NON-DISCRIMINATION

No limits to the eligibility of any person to be member, officer, or Director of the Corporation, or to participate in the Corporation's activities, shall be made on the basis of his or her sex, race, color, creed, religion, national origin, disability, ancestry, age, sexual orientation, pregnancy, marital status, parental status, or veteran status. All club-funded events wherein gender lines are explicitly identified shall have funding proportionate to the number of members of each gender in the club if not equivalent funding.

ARTICLE XI – RULES OF ORDER

Order of business at meetings and all questions of procedure shall be governed by Roberts Rules of Order, except as otherwise stated herein.

ARTICLE XII – NON-PROFIT STATUS

This is a non-profit organization, and in the event of dissolution, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America, or other 501(c3) non-profit organization.

Article XIII – CLUB SPORT STATUS

As of September 2014 the Wisconsin Track Club is a Designated Club Sport at the University of Wisconsin – Madison. It is the Wisconsin Track Club's duty and responsibility to uphold all requirements of the Club Sport program and to use any funding in an ethical and responsible manner.

Article IX – Official Mascot

The historical and official mascot of the Wisconsin Track Club shall be the cow.

Article X – Official Logo and Slogan

Herein below shall be the official logo of the Wisconsin Track Club and may be demonstrated in any derivatives as approved by the Board of Directors of the Wisconsin Track Club. The official slogan of the Wisconsin Track Club shall be *Cows Achieve*.



Article XI – Jim Reardon Student Scholarship

Two \$100 scholarships shall be awarded to two students as selected by a committee of graduating seniors. This award serves as a way of honoring Jim Reardon, WTC's men's distance coach, who has been instrumental in leading the club to it's national championships in the early 2000's, planning and implementing the summer track series annually, guiding the WTC leadership and coaching the men's team. These scholarships will be awarded based on the guidelines below.

Eligibility:

Any members that meet the following qualifications are ineligible for this award

- a) Indebted to the club
- b) Non-members of the club including those who have not
 - o Paid dues
 - o Filled out WIN forms
- c) Non-competing members

Selection Criteria:

1. Club Involvement
 - a. Attends practices and competes in meets regularly
 - b. Visible within the club
 - c. Volunteers at club events
2. Essay (Please limit it to 600 words split among all three questions, 12 point font and double-spaced).
 - a. How does involvement in track club compliment your experience here at UW?
 - b. Tell us about a time when you demonstrated leadership in the club.
 - c. How does being in the club make you a better student-athlete?

Conditions of the Award

Proceeds of this scholarship may only be used towards

- a) Meet fees
- b) Tuition
 - o Check will be sent directly to the Registrar's Office
- c) Two \$100 Scholarships (one male, one female) to be selected by a committee of graduating seniors